MUSE JOHN O Form 4 March 10, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and A	2. Issuer Name <b>and</b> Ticker or Trading Symbol DARLING INTERNATIONAL INC [DAR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last) (First) (Middle)  DARLING INTERNATIONAL INC., 251 O'CONNOR RIDGE BLVD, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 03/08/2011					Director 10% Owner Officer (give title Other (specify below) EVP- Finance and Admin			
IRVING, T	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	Tabl	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow						ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Yea	r) Execution	on Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)  Day/Year) (Instr. 8)  (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	courities Ownership Indirect eneficially Form: Direct Beneficia wned (D) or Ownershi ollowing Indirect (I) (Instr. 4) energy (Instr. 4) enanaction(s)				
Common stock	03/08/2011			A	30,949	A	\$ 0	223,998	D		
Common stock	03/08/2011			F	2,047	D	\$ 14.54	221,951	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: MUSE JOHN O - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De Se	Title of crivative curity astr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(ri	ptions ight to iy)	\$ 14.5	03/08/2011		A	10,316	<u>(1)</u>	03/08/2021	common stock	10,316	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MUSE JOHN O DARLING INTERNATIONAL INC. 251 O'CONNOR RIDGE BLVD, SUITE 300 IRVING, TX 75038

**EVP-Finance and Admin** 

## **Signatures**

John O. Muse 03/09/2011

\*\*Signature of Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options granted pursuant to the 2004 Omnibus Incentive Plan to purchase 2,579 shares become exercisable on each of the following dates: 3/08/11; 3/08/12; 3/08/13; 3/08/14

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2